

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE PFIZER INC. SHAREHOLDER  
DERIVATIVE LITIGATION

No. 09 Civ. 7822 (JSR)

ECF Case

**DECLARATION OF JASON M. HALPER**

JASON M. HALPER, under penalty of perjury, declares as follow:

1. I am a member of the Bar of the State of New York and of the firm Cadwalader, Wickersham & Taft LLP, counsel to Defendants Dennis A. Ausiello, Michael S. Brown, M. Anthony Burns, Robert N. Burt, W. Don Cornwell, William H. Gray III, Constance J. Horner, James M. Kilts, Jeffrey B. Kindler, George A. Lorch, Suzanne Nora Johnson, Dana G. Mead, Stephen W. Sanger, William C. Steere, Jr., William R. Howell, Stanley O. Ikenberry, Henry A. McKinnell, Ruth J. Simmons, Frank A. D'Amelio, Joseph M. Feczko, Douglas M. Lankler, Ian Read and Allen P. Waxman. I submit this declaration in support of Defendants' combined motion to dismiss Plaintiffs' Consolidated, Amended and Verified Shareholder Derivative Complaint (the "Complaint" or "Compl.").

2. Attached hereto as Exhibits A-J are true and correct copies of the following documents:

- A. The Complaint filed in this action, In re Pfizer Inc. Shareholder Derivative Litigation, No. 09 Civ. 7822, on November 18, 2009.
- B. Excerpts from Pfizer Inc.'s Proxy Statement for 2009, filed with the Securities and Exchange Commission (the "SEC") on Form 14A on March 13, 2009, including Appendix A thereto (Pfizer's 2008 Financial Report).
- C. Excerpts from the Restated Certificate of Incorporation of Pfizer Inc., as amended on May 1, 2006.

- D. Excerpts from the transcript of a conference held in this action, In re Pfizer Inc. Shareholder Derivative Litigation, No. 09 Civ. 7822, on November 4, 2009.
- E. Excerpts from the Sentencing Memorandum of the United States filed in the action captioned U.S. v. Warner-Lambert Co., LLC, 04-10150 RGS (D. Mass), dated June 2, 2004.
- F. Excerpts from the Deferred Prosecution Agreement, dated March 27, 2007, between the U.S. Department of Justice and Pharmacia and Upjohn Company, LLC, together with Appendix A attached thereto.
- G. Excerpts from the Corporate Integrity Agreement, dated May 11, 2004, between the Office of the Inspector General of the Department of Health and Human Services and Pfizer Inc.
- H. Order, dated August 31, 2009, in the action captioned U.S. ex rel. Blair Collins, et al. v. Pfizer Inc., 04 Civ. 11780 DPW (D. Mass).
- I. Excerpts from Pfizer's Proxy Statement for 2007, filed with the SEC on Form 14A on March 15, 2007, including Appendix A thereto (Pfizer's 2006 Financial Report).
- J. Excerpts from Pfizer's Proxy Statement for 2008, filed with the SEC on Form 14A on March 14, 2008, including Appendix A thereto (Pfizer's 2007 Financial Report).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 16, 2009

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/s/ Jason M. Halper

Jason M. Halper